

Union Pacific Corporation



RECORDATION NO. 9289 FILED 1425

MAR 11 1993 3:50 PM

Jack E. Jerrett
Senior Corporate Attorney

March 9, 1993 INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

3-070A051

Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Re: Union Pacific Railroad Equipment
Trust Series No. 4 of 1978

Dear Mr. Strickland:

Enclosed please find an original and three counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of March 8, 1993, by Citibank, N.A., as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 9289.

I have enclosed a fee of \$16. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed.

Sincerely,

JEJ:ccm
Enclosures
cc: Robert E. Bartos

Interstate Commerce Commission
Washington, D.C. 20423

3/12/93

OFFICE OF THE SECRETARY

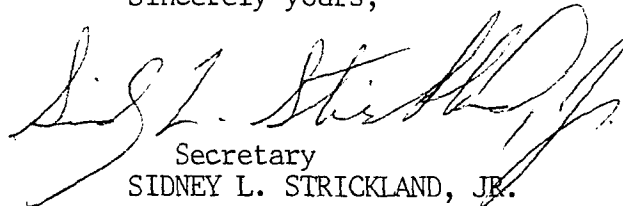
Jack E. Jerrett
Senior corporate attorney
Union Pacific Corporation
Martin Tower
Eighth & Eaton Avenues
Bethlehem, PA. 18018

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **3/11/93** at **3:50pm**, and assigned
recordation number(s).

9289-I

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO.

9289 FILED 1425

MAR 11 1993 3:00 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Citibank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of March 1, 1978, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on March 20, 1978 and assigned Recordation No. 9289; a First Supplemental Agreement, dated as of October 1, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on October 29, 1979 and assigned Recordation No. 9289-A; a Second Supplemental Agreement, dated as of January 1, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on February 8, 1980 and assigned Recordation No. 9289-B; a Third Supplemental Agreement, dated as of April 30, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 11, 1982 and assigned Recordation No. 9289-C; a Fourth Supplemental Agreement, dated as of October 1, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on November 19, 1982 and assigned Recordation No. 9289-D; a Fifth Supplemental Agreement, dated as of June 1, 1983, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 2, 1983 and assigned Recordation No. 9289-E; a Sixth Supplemental Agreement, dated as

of December 1, 1988, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 9, 1988 and assigned Recordation No. 9289-F; a Seventh Supplemental Agreement, dated as of May 30, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 7, 1989 and assigned Recordation No. 9289-G; and an Eighth Supplemental Agreement, dated as of December 17, 1992, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 23, 1992 and assigned Recordation No. 9289-H (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement"), covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$19,500,000.00 aggregate principal amount of Union Pacific Equipment Trust No. 4 of 1978 Equipment Trust Certificates; and

WHEREAS, on March 1, 1993 the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

- 3 -


STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 8th day of MARCH, 1993, before me personally appeared
P. DeFELICE, to me personally known, who being by me duly sworn, said that
he is a VICE PRESIDENT of Citibank, N.A., the seal affixed to the foregoing
instrument is the corporate seal of such corporation and the instrument was signed and
sealed on behalf of the corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument was the free act and deed
of the corporation.

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Notary Public
PETER M. PAVLYSHIN
Notary Public, State of New York
No. 41-4991297
Qualified in Queens County
Certificate Filed in New York County
Commission Expires January 27, 1994

Schedule A

**UNION PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST AGREEMENT DATED MARCH 1, 1978
DESCRIPTION OF EQUIPMENT AS OF JANUARY 31, 1993**

COVERED HOPPER CARS

=====

UP77925--UP77935, Inclusive
UP77937--UP77960, Inclusive
UP77962--UP77964, Inclusive
UP77966--UP77970, Inclusive
UP77973--UP78009, Inclusive
UP78011--UP78060, Inclusive
UP78062--UP78066, Inclusive
UP78068--UP78089, Inclusive
UP78091--UP78094, Inclusive
UP78096--UP78110, Inclusive
UP78112--UP78120, Inclusive
UP78122
UP78125--UP78127, Inclusive
UP78129--UP78139, Inclusive
UP78141--UP78144, Inclusive
UP78146--UP78147, Inclusive
UP78149

OPEN TOP HOPPER CARS

=====

UP44000--UP44002, Inclusive
UP44004
UP44007--UP44012, Inclusive
UP44015--UP44018, Inclusive
UP44020--UP44022, Inclusive
UP44024
UP44026--UP44040, Inclusive
UP44042--UP44046, Inclusive
UP44048--UP44050, Inclusive
UP44052--UP44056, Inclusive
UP44058--UP44060, Inclusive
UP44062--UP44067, Inclusive
UP44069--UP44071, Inclusive
UP44073--UP44074, Inclusive
UP44077--UP44080, Inclusive
UP44082--UP44083, Inclusive
UP44085--UP44093, Inclusive
UP44095--UP44100, Inclusive

UP44102--UP44107, Inclusive
UP44109--UP44111, Inclusive
UP44113--UP44117, Inclusive
UP44119--UP44123, Inclusive
UP44125--UP44143, Inclusive
UP44146
UP44148--UP44154, Inclusive
UP44157--UP44160, Inclusive
UP44162--UP44197, Inclusive
UP44201--UP44202, Inclusive
UP44204--UP44216, Inclusive
UP44218--UP44233, Inclusive
UP44235--UP44242, Inclusive
UP44244
UP44246--UP44248, Inclusive
UP44250--UP44253, Inclusive
UP44256--UP44257, Inclusive
UP44259--UP44265, Inclusive
UP44267--UP44269, Inclusive
UP44271--UP44275, Inclusive
UP44276
UP44278--UP44279, Inclusive
UP44281--UP44282, Inclusive
UP44284--UP44285, Inclusive
UP44287
UP44289--UP44301, Inclusive
UP44303--UP44316, Inclusive
UP44318--UP44320, Inclusive
UP44322--UP44331, Inclusive
UP44333
UP44335--UP44336, Inclusive
UP44338--UP44339, Inclusive
UP44341--UP44372, Inclusive
UP44374
UP44377--UP44380, Inclusive
UP44382--UP44406, Inclusive
UP44408--UP44410, Inclusive
UP44412--UP44414, Inclusive
UP44416--UP44427, Inclusive
UP44429--UP44441, Inclusive
UP44443--UP44445, Inclusive
UP44447--UP44451, Inclusive
UP44453--UP44466, Inclusive
UP44469--UP44470, Inclusive
UP44472--UP44477, Inclusive
UP44479--UP44493, Inclusive
UP44495--UP44499, inclusive

FLAT BOTTOM GONDOLA CARS

=====

UP26501

UP26504

UP26506--UP26511, Inclusive

UP26513--UP26515, Inclusive

UP26517--UP26523, Inclusive

UP26525--UP26532, Inclusive

UP26534

UP26536--UP26543, Inclusive

UP26545--UP26573, Inclusive

UP26576--UP26582, Inclusive

UP26585

UP26587--UP26594, Inclusive

UP26596--UP26599, Inclusive

OPEN TOP HOPPER CARS

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UP40450--UP40461, Inclusive

UP40549--UP40551, Inclusive

UP40553--UP40554, Inclusive

UP44878--UP44879, Inclusive

UP44881--UP44899, Inclusive

COVERED HOPPER CARS

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UP79109--UP79119, Inclusive

UP83150--UP83155, Inclusive

UP83157

BI-LEVEL AUTORACKS

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UP8125--UP8152, Inclusive